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Attorneys for Sheet Metal Works, Inc.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH
CENTRAL DIVISION

In re:

SHEET METAL WORKS, INC.

Debtor.

SHEET METAL WORKS, INC.,

Plaintiff,

vs.

THE U.S. SMALL BUSINESS
ADMINISTRATION and JOVITA
CARRANZA, in her capacity as
Administrator for the U.S. Small Business
Administration,

Defendants.

Bankruptcy Case No. 19-28320
(Chapter 11)

Adversary Proceeding No. _____

COMPLAINT

Sheet Metal Works, Inc. (“**SMW**”) complains against Zions Bancorporation, N.A. (“**Zions**”), the U.S. Small Business Administration (the “**SBA**”), and Jovita Carranza (“**Carranza**”) as follows:

PARTIES

1. SMW is a Utah corporation and a chapter 11 debtor-in-possession, having filed a voluntary petition on November 8, 2019, in the above-captioned court.
2. Zions is a Utah corporation headquartered in Salt Lake City, Utah, and is an authorized lender of SBA-guaranteed loans under § 7(a) of the Small Business Act.
3. The SBA is an agency of the United States of America.
4. Carranza is the administrator of the SBA and is sued in her official capacity.

JURISDICTION AND VENUE

5. This Court has jurisdiction under 28 U.S.C. §§ 1331 and 1334.
6. This matter is core proceeding under 28 U.S.C. § 157(b)(2)(A).
7. To the extent that this matter is a non-core proceeding, SMW consents to this Court’s entry of appropriate orders and judgments, subject to review under 28 U.S.C. § 158.
8. Venue is proper in this Court under 28 U.S.C. § 1409 and 5 U.S.C. § 703.

WAVIER OF SOVEREIGN IMMUNITY

9. Under 11 U.S.C. § 106(a), sovereign immunity is abrogated with respect to SMW’s claims against the SBA and Carranza for declaratory relief, injunctive relief, and compensatory damages under 11 U.S.C. §§ 105 and 525.

10. Under 5 U.S.C. § 702, sovereign immunity is further abrogated with respect to SMW's claims against the SBA and Carranza for declaratory relief and injunctive relief under 5 U.S.C. § 706.

GENERAL ALLEGATIONS

The Paycheck Protection Program

11. On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (the "**CARES Act**") was passed by Congress and signed into law.

12. Title I of the CARES Act amends § 7(a) of the Small Business Act to provide for a temporary, short-term, program of SBA guarantees of loans made by authorized § 7(a) lenders designated as the Paycheck Protection Program (the "**PPP**").

13. Congresses' intent and purpose in establishing the PPP under the CARES Act was to provide a direct incentive for small businesses to retain their employees and keep them on their payrolls.

14. The PPP allows § 7(a) lenders to give SBA-guaranteed loans to small businesses to cover, among other things, payroll, rent, and utilities.

15. Loans under the PPP differ from other § 7(a) loans in that there are no fees or charges to the borrower, there are no collateral requirements or personal guarantees, and there are no minimum standards for creditworthiness including, without limitation, whether the borrower is involved in a bankruptcy case.

16. The most unique characteristic of a loan under the PPP (as amended by the the Paycheck Protection Flexibility Act, signed into law on June 5, 2020) is that, if at least 60% of the loan funds are used for payroll, the loan will be forgiven.

17. Under the PPP (as amended under the Paycheck Protection Flexibility Act), the borrower must use all loan funds (which are capped at 2.5 times the borrower's monthly payroll requirements) within 24 weeks of funding.

18. If a borrower fails to comply with the use requirements under the PPP and uses the fund in an unauthorized manner, then the borrower must repay the PPP loan amortized over a two-year period at 1% interest; provided, however, that no payments would be due within six months of funding.

19. Congressional funding for PPP loans was, and is, offered on a first-come, first-served basis and, once funds are fully allocated, such loans will no longer be available.

The SBA's policies concerning loans to debtors in bankruptcy

20. On April 2, 2020, April 14, 2020, April 24, 2020, April 28, 2020, May 19, 2020, May 21, 2020, May 26, 2020, and June 1, 2020, the SBA published interim final rules on the CARES Act and the PPP.

21. Except for the April 28, 2020 interim final rule, none of the interim final rules published by the SBA have purported to condition the availability of PPP loans based upon an applicant's status as a debtor in bankruptcy.

22. As part of the April 28, 2020 interim final rule, the SBA indicated as follows:

If the applicant or the owner of the applicant is the debtor in a bankruptcy proceeding, either at the time it submits the application or any time before the loan is disbursed, the applicant is ineligible to receive a PPP loan. If the applicant or the owner of the applicant becomes a debtor in a bankruptcy proceeding after submitting a PPP application but before the loan is disbursed, it is the applicant's obligation to notify the lender and request cancellation of the application. Failure by the applicant to do so will be regarded as a use of PPP funds of unauthorized purposes.

See 85 Federal Register 23450-51 (April 28, 2020).

23. The reason given by the SBA for this rule was as follows:

The Administrator, in consultation with the Secretary, determined that providing PPP loans to debtors in bankruptcy would present an unacceptably high risk of an unauthorized use of funds or non-repayment of unforgiven loans. In addition, the Bankruptcy Code does not require any person to make a loan or a financial accommodation to a debtor in bankruptcy. The Borrower Application Form for PPP loans (SBA Form 2483), which reflects this restriction in the form of a borrower certification, is a loan program requirement.

See id.

24. Notwithstanding the SBA's policy that the bankruptcy restriction contained in SBA Form 2483 (the Borrower Application Form) reflected a loan program requirement, SBA Form 2484, which is the Lender Application Form provided by § 7(a) lenders to the SBA to ensure compliance with the PPP loan requirements, did not (until such form was revised on, or about, April 28, 2020) include a request for information concerning the creditworthiness of the prospective borrower or whether the prospective borrower is involved in a bankruptcy case. Copies of SBA Form 2483, prior Form 2484, and current Form 2484 are attached, respectively, as Exhibits 1, 2, and 3.

SMW's application for a PPP Loan

25. SMW maintained its operational accounts at Zions before filing its chapter 11 case and has maintained its debtor-in-possession accounts at Zions since filing.

26. During SMW's application process for a PPP loan (described below), RC Montrone ("**Montrone**"), who is SMW's president and sole shareholder, worked directly with Mark Gurney ("**Gurney**"), who was Zions' relationship manager for SMW, and, for all times relevant, Gurney and Zions were aware of SMW's status as a chapter 11 debtor-in-possession.

27. Soon after enactment of CARES Act, Gurney informed Montrone that Zions was working on getting a website ready to receive PPP loan applications from its customers and encouraged Montrone to apply on behalf of SMW.

28. On April 3, 2020, Montrone obtained a copy of a PPP loan application (SBA Form 2483) from an SBA website.

29. Montrone filled out the application, signed it, and began gathering supporting documentation that was required as part of the application. A copy of the application (SBA Form 2483) that was filled in and signed by Montrone on April 3, 2020, is attached as Exhibit 4.

30. Question no. 1 in the application asked whether SMW was “presently involved in any bankruptcy?” *See* Exhibit 4.

31. In answer to this question, Montrone checked the “yes” box and highlighted the terms “presently involved in any bankruptcy.” *See* Exhibit 4.

32. On April 7, 2020, Gurney advised Montrone that Zions’ website (zionsbank.com/cares) was up and running and ready to receive SMW’s loan application.

33. On the same day, Montrone, with the assistance of his office manager, Andrea Cabarcas (“**Cabarcas**”), made four attempts to upload scanned copies of the signed application and supporting documents to the Zions’ website.

34. Montrone telephoned Gurney and advised him that he was having trouble uploading the application documents.

35. Gurney advised Montrone that Zions was experiencing trouble with its website but that he had checked, and SMW’s application materials had, in fact, been received.

36. On April 15, 2020, Gurney contacted Montrone and informed him that Congressional funding for PPP loans was nearly fully-allocated and that Montrone needed to act quickly to complete SMW's application process.

37. On the same day at 4:57 p.m., Joshua Wilding, a Zions' employee, sent Montrone an email containing a link to review and sign SMW's application. A copy of the email is attached as Exhibit 5.

38. At 5:01 p.m., Gurney sent a text to Montrone that a "DocuSign app was just emailed to you. Please docusign and send back and let me know when it is complete." A copy of the text is attached as Exhibit 6.

39. At 5:05 p.m., Montrone began the required steps to obtain a username and password through the Zions' website for the DocuSign authorization.

40. Upon obtaining the username and password, Montrone accessed an application for SMW in electronic form that had been completed (except for the signature blocks). A copy of the electronic application form is attached as Exhibit 7.

41. Upon information and belief, the electronic form had been filled out by an employee at Zions.

42. Like the original hand-written form (which had been filled out by Montrone on April 3, 2020, and uploaded to the Zions' website on April 7, 2020), the electronic form included a question no. 1 as to whether SMW was "presently involved in any bankruptcy?" *See Exhibit 7.*

43. In answer to this question, the "no" box was checked. *See Exhibit 7.*

44. Based upon his assumption that the electronic application had been prepared by a Zions' employee in reference to his earlier hand-written application and because of

the urgency to complete the application process, Montrone did not carefully review the electronic application for accuracy, and he did not notice that question no. 1 had been marked “no.”

45. At 5:19 p.m., again, with Cabarcas’ assistance, Montrone successfully completed the DocuSign procedure and uploaded the electronic application to Zions’ website. *See* Exhibit 7.

46. At 5:20 p.m., Montrone received an email confirmation from Zions that his application had been successfully completed. A copy of the confirming email is attached as Exhibit 8.

47. On April 16, 2020, after, apparently, reviewing SMW’s application, Gurney sent an email to Montrone stating, among other things, that “[y]our application appears complete, but missed the cutoff of this round of funding.” A copy of this email is attached as Exhibit 9.

48. Upon information and belief, Zions did not rely on the mistaken representation in the application that SMW was not involved in a bankruptcy in approving a PPP loan for SMW or in seeking loan guaranty approval from the SBA for the same.

49. On, or about, April 27, 2020, a new round of PPP loan funding was authorized by Congress and the President.

50. On the morning of April 28, 2020, Zions received funding and, based upon SMW’s application, deposited \$367,200 of PPP loan funds into SMW’s debtor-in-possession operating account.

51. Upon learning that the PPP loan had been funded, Montrone contacted Gurney and requested that Zions remove the funds from SMW's debtor-in-possession operating account and deposit them in a new segregated account—which Zions did.

52. On May 20, 2020, SMW filed a motion for bankruptcy court approval of the PPP loan requesting, among other things, that the bankruptcy court issue an order (a) that the funds shall continue to be kept in a segregated account, (b) that SMW's authority to use such funds shall be limited to the uses authorized under the PPP (to ensure forgiveness of the loan), (c) that the loan proceeds (until used up) shall not be subject to claims of any creditor, and (d) that repayment liability, if any, to Zions be excepted from SMW's discharge under § 1141. Bankr. Dkt. Nos. 104 (motion), 108 (amended motion), 113 (supplemental exhibit).

53. On June 1, 2020, Zions filed an objection to SMW's motion for approval of the PPP loan and, without prior notice to SMW or approval from the bankruptcy court, placed an administrative freeze on the segregated account that held SMW's PPP loan funds.

54. The primary basis of Zions objection and its administrative freeze was that the PPP loan was unauthorized according to the policies of the SBA.

55. At the time of the administrative freeze, SWM had already used \$161,216 of the PPP loan funds and \$205,984 was remaining (and is still remaining) in the account.

56. SMW's use of the PPP loan funds prior to Zions' administrative freeze of the account was been strictly limited to payment of payroll obligations.

57. SMW and Zions have entered into a stipulation for modification of the stay (pending approval by the bankruptcy court) to permit Zions' administrative freeze of the

account until the earlier of (a) August 5, 2020, (b) the time that the dispute between the parties is settled, or (c) until further order of the bankruptcy court.

FIRST CLAIM FOR RELIEF

(Declaratory and Injunctive Relief under the Administrative Procedures Act)
(5 U.S.C. § 706)

58. SMW realleges all preceding allegations.

59. Congresses' intent and purpose in establishing the PPP under the CARES Act was to provide a direct incentive for small businesses to keep their workers on the payroll, and Congress did not condition the eligibility of persons to receive PPP loans on creditworthiness including, without limitation, whether the person had been, is, or intended to be involved in a bankruptcy case.

60. The policy of the SBA to deny PPP loans to persons involved in a bankruptcy case is in excess of its statutory jurisdiction and authority and is, additionally, arbitrary and capricious, an abuse of discretion, or otherwise not in accordance with law.

61. Like many small businesses, SMW's income has been adversely affected by voluntary and state-imposed restrictions arising from the Coronavirus pandemic.

62. SMW has suffered, or will suffer, irreparable harm if the implementation of the SBA's policy with respect to SMW's PPP loan from Zions is not immediately enjoined in that SMW will be unlawfully deprived of the benefits of a temporary, one-time, governmental grant program and be less able, and, perhaps, unable to pay and retain its employees and, at the same time, maintain its operations.

63. SMW does not have an adequate remedy at law to address the policies of the SBA as implemented by Zions.

64. Injunctive relief against the SBA, Carranza, and Zions is not contrary to the public interest and, in fact, is consistent with the intent and purposes of the CARES Act to serve public interests.

65. With respect to preliminary injunctive relief, SMW is likely to succeed on the merits of its claim, and the balance of equities tips in SMW's favor.

66. Under 5 U.S.C. § 706(1) and (2), SMW is entitled to judgment (a) declaring that the SBA's policy is unlawful, (b) setting aside the SBA's policy, and (c) enjoining and compelling the SBA, Carranza, and Zions on a preliminary and permanent basis to allow SMW's full participation in the PPP loan program including, without limitation, the use of such funds for payroll, rent, and utilities and the complete forgiveness of the loan upon compliance with PPP use requirements.

SECOND CLAIM FOR RELIEF

(Declaratory and Injunctive Relief and Damages under the Bankruptcy Code)
(11 U.S.C. §§ 105(a) and 525)

67. SMW realleges are preceding allegations.

68. Loans under the PPP (with the prospect of complete forgiveness upon compliance with easily-met use requirements) are unobtainable in the private sector.

69. The availability of a loan under the PPP to SMW (on the same terms as it is available to other struggling small businesses that are not involved in bankruptcies) is necessary and essential to SMW's effective reorganization and to the success of its business.

70. Because loans under the PPP are effectively grants (if used for the purposes provided), the SBA's policy to deny loans under the PPP or refuse its guaranty to § 7(a) lenders on the basis of a borrower's involvement in a bankruptcy is an act to deny a license,

permit, charter, franchise, or other similar grant to a person on the basis that such person is a debtor under Title 11.

71. SMW has suffered harm from the deprivation of the PPP loan funds caused by Zions' freezing of the account in accordance with SBA policies including, without limitation, a lessened ability to meet its payroll, rent, and utilities obligations and attorney fees and costs incurred to remedy such conduct.

72. In addition, SMW has suffered, or will suffer, irreparable harm if the SBA's policy is not immediately enjoined in that it will be less able, and, perhaps, unable to pay and retain its employees and, at the same time, maintain its operations.

73. SMW does not have an adequate remedy at law to address the unlawful policies of the SBA as implemented by Zions.

74. Preliminary and permanent injunctive relief against the SBA, Carranza, and Zions is not contrary to the public interest and, in fact, is consistent with the intent and purposes of the CARES Act to serve public interests.

75. With respect to preliminary injunctive relief, SMW is likely to succeed on the merits of its claim, and the balance of equities tips in SMW's favor.

76. Under 11 U.S.C. §§ 105(a) and 525, SMW is entitled to judgment (a) declaring that the SBA's policy is unlawful, (b) setting aside the SBA's policy, (c) enjoining and compelling the SBA, Carranza, and Zions on a preliminary and permanent basis to allow SMW's full participation in the PPP loan program including, without limitation, the use of such funds for payroll and rent and the complete forgiveness of the loan upon compliance with the PPP use requirements, and (d) for an award of damages

against Zions and the SBA for harms suffered as a result of the unlawful deprivation of the PPP loan funds.

WHEREFORE, SMW requests as follows:

A. On the FIRST CLAIM FOR RELIEF, judgment, under 5 U.S.C. § 706(2), (1) declaring that the SBA's policy is unlawful, (2) setting aside the SBA's policy, and (3) enjoining and compelling the SBA, Carranza, and Zions on a preliminary and permanent basis to allow SMW's full participation in the PPP loan program including, without limitation, the use of such funds for payroll and rent and the complete forgiveness of the loan upon compliance with PPP use requirements;

B. On the SECOND CLAIM FOR RELIEF, judgment, under 11 U.S.C. §§ 105(a) and 525, (1) declaring that the SBA's policy is unlawful, (2) setting aside the SBA's policy, (3) enjoining and compelling the SBA, Carranza, and Zions on a preliminary and permanent basis to allow SMW's full participation in the PPP loan program including, without limitation, the use of such funds for payroll and rent and the complete forgiveness of the loan upon compliance with PPP use requirements, and (4) for damages against Zions and the SBA in an amount to be proved at trial for the unlawful deprivation of the PPP loan funds; and

C. On ALL CLAIMS FOR RELIEF, reasonable attorney fees and costs as may be allowed by law and such other relief as the court may deem appropriate.

Dated: June 8, 2020

RICHARDS BRANDT MILLER NELSON

/s/ Adam S. Affleck

Attorneys for Sheet Metal Works, Inc.

EXHIBIT 1



**Paycheck Protection Program
Borrower Application Form**

OMB Control No.: 3245-0407
Expiration Date: 09/30/2020

Check One:	<input type="checkbox"/> Sole proprietor <input type="checkbox"/> Partnership <input type="checkbox"/> C-Corp <input type="checkbox"/> S-Corp <input type="checkbox"/> LLC <input type="checkbox"/> Independent contractor <input type="checkbox"/> Eligible self-employed individual <input type="checkbox"/> 501(c)(3) nonprofit <input type="checkbox"/> 501(c)(19) veterans organization <input type="checkbox"/> Tribal business (sec. 31(b)(2)(C) of Small Business Act) <input type="checkbox"/> Other	DBA or Tradename if Applicable	
Business Legal Name			
Business Address		Business TIN (EIN, SSN)	Business Phone
			() -
		Primary Contact	Email Address

Average Monthly Payroll:	\$	x 2.5 + EIDL, Net of Advance (if Applicable) Equals Loan Request:	\$	Number of Employees:	
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Purpose of the loan (select more than one):	<input type="checkbox"/> Payroll <input type="checkbox"/> Lease / Mortgage Interest <input type="checkbox"/> Utilities <input type="checkbox"/> Other (explain): _____
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Applicant Ownership

List all owners of 20% or more of the equity of the Applicant. Attach a separate sheet if necessary.

Owner Name	Title	Ownership %	TIN (EIN, SSN)	Address

If questions (1) or (2) below are answered "Yes," the loan will not be approved.

Question	Yes	No
1. Is the Applicant or any owner of the Applicant presently suspended, debarred, proposed for debarment, declared ineligible, voluntarily excluded from participation in this transaction by any Federal department or agency, or presently involved in any bankruptcy?	<input type="checkbox"/>	<input type="checkbox"/>
2. Has the Applicant, any owner of the Applicant, or any business owned or controlled by any of them, ever obtained a direct or guaranteed loan from SBA or any other Federal agency that is currently delinquent or has defaulted in the last 7 years and caused a loss to the government?	<input type="checkbox"/>	<input type="checkbox"/>
3. Is the Applicant or any owner of the Applicant an owner of any other business, or have common management with, any other business? If yes, list all such businesses and describe the relationship on a separate sheet identified as addendum A.	<input type="checkbox"/>	<input type="checkbox"/>
4. Has the Applicant received an SBA Economic Injury Disaster Loan between January 31, 2020 and April 3, 2020? If yes, provide details on a separate sheet identified as addendum B.	<input type="checkbox"/>	<input type="checkbox"/>

If questions (5) or (6) are answered "Yes," the loan will not be approved.

Question	Yes	No
5. Is the Applicant (if an individual) or any individual owning 20% or more of the equity of the Applicant subject to an indictment, criminal information, arraignment, or other means by which formal criminal charges are brought in any jurisdiction, or presently incarcerated, or on probation or parole? Initial here to confirm your response to question 5 → _____	<input type="checkbox"/>	<input type="checkbox"/>
6. Within the last 5 years, for any felony, has the Applicant (if an individual) or any owner of the Applicant 1) been convicted; 2) pleaded guilty; 3) pleaded nolo contendere; 4) been placed on pretrial diversion; or 5) been placed on any form of parole or probation (including probation before judgment)? Initial here to confirm your response to question 6 → _____	<input type="checkbox"/>	<input type="checkbox"/>
7. Is the United States the principal place of residence for all employees of the Applicant included in the Applicant's payroll calculation above?	<input type="checkbox"/>	<input type="checkbox"/>
8. Is the Applicant a franchise that is listed in the SBA's Franchise Directory?	<input type="checkbox"/>	<input type="checkbox"/>



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Paycheck Protection Program
Borrower Application Form

By Signing Below, You Make the Following Representations, Authorizations, and Certifications

CERTIFICATIONS AND AUTHORIZATIONS

I certify that:

- I have read the statements included in this form, including the Statements Required by Law and Executive Orders, and I understand them.
- The Applicant is eligible to receive a loan under the rules in effect at the time this application is submitted that have been issued by the Small Business Administration (SBA) implementing the Paycheck Protection Program under Division A, Title I of the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) (the Paycheck Protection Program Rule).
- The Applicant (1) is an independent contractor, eligible self-employed individual, or sole proprietor or (2) employs no more than the greater of 500 or employees or, if applicable, the size standard in number of employees established by the SBA in 13 C.F.R. 121.201 for the Applicant's industry.
- I will comply, whenever applicable, with the civil rights and other limitations in this form.
- All SBA loan proceeds will be used only for business-related purposes as specified in the loan application and consistent with the Paycheck Protection Program Rule.
- To the extent feasible, I will purchase only American-made equipment and products.
- The Applicant is not engaged in any activity that is illegal under federal, state or local law.
- Any loan received by the Applicant under Section 7(b)(2) of the Small Business Act between January 31, 2020 and April 3, 2020 was for a purpose other than paying payroll costs and other allowable uses loans under the Paycheck Protection Program Rule.

For Applicants who are individuals: I authorize the SBA to request criminal record information about me from criminal justice agencies for the purpose of determining my eligibility for programs authorized by the Small Business Act, as amended.

CERTIFICATIONS

The authorized representative of the Applicant must certify in good faith to all of the below by **initialing** next to each one:

- _____ The Applicant was in operation on February 15, 2020 and had employees for whom it paid salaries and payroll taxes or paid independent contractors, as reported on Form(s) 1099-MISC.
- _____ Current economic uncertainty makes this loan request necessary to support the ongoing operations of the Applicant.
- _____ The funds will be used to retain workers and maintain payroll or make mortgage interest payments, lease payments, and utility payments, as specified under the Paycheck Protection Program Rule; I understand that if the funds are knowingly used for unauthorized purposes, the federal government may hold me legally liable, such as for charges of fraud.
- _____ The Applicant will provide to the Lender documentation verifying the number of full-time equivalent employees on the Applicant's payroll as well as the dollar amounts of payroll costs, covered mortgage interest payments, covered rent payments, and covered utilities for the eight-week period following this loan.
- _____ I understand that loan forgiveness will be provided for the sum of documented payroll costs, covered mortgage interest payments, covered rent payments, and covered utilities, and not more than 25% of the forgiven amount may be for non-payroll costs.
- _____ During the period beginning on February 15, 2020 and ending on December 31, 2020, the Applicant has not and will not receive another loan under the Paycheck Protection Program.
- _____ I further certify that the information provided in this application and the information provided in all supporting documents and forms is true and accurate in all material respects. I understand that knowingly making a false statement to obtain a guaranteed loan from SBA is punishable under the law, including under 18 USC 1001 and 3571 by imprisonment of not more than five years and/or a fine of up to \$250,000; under 15 USC 645 by imprisonment of not more than two years and/or a fine of not more than \$5,000; and, if submitted to a federally insured institution, under 18 USC 1014 by imprisonment of not more than thirty years and/or a fine of not more than \$1,000,000.
- _____ I acknowledge that the lender will confirm the eligible loan amount using required documents submitted. I understand, acknowledge and agree that the Lender can share any tax information that I have provided with SBA's authorized representatives, including authorized representatives of the SBA Office of Inspector General, for the purpose of compliance with SBA Loan Program Requirements and all SBA reviews.

Signature of Authorized Representative of Applicant

Date

Print Name

Title



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Paycheck Protection Program
Borrower Application Form

Purpose of this form:

This form is to be completed by the authorized representative of the Applicant and ***submitted to your SBA Participating Lender***. Submission of the requested information is required to make a determination regarding eligibility for financial assistance. Failure to submit the information would affect that determination.

Instructions for completing this form:

With respect to “purpose of the loan,” payroll costs consist of compensation to employees (whose principal place of residence is the United States) in the form of salary, wages, commissions, or similar compensation; cash tips or the equivalent (based on employer records of past tips or, in the absence of such records, a reasonable, good-faith employer estimate of such tips); payment for vacation, parental, family, medical, or sick leave; allowance for separation or dismissal; payment for the provision of employee benefits consisting of group health care coverage, including insurance premiums, and retirement; payment of state and local taxes assessed on compensation of employees; and for an independent contractor or sole proprietor, wage, commissions, income, or net earnings from self-employment or similar compensation.

For purposes of calculating “Average Monthly Payroll,” most Applicants will use the average monthly payroll for 2019, excluding costs over \$100,000 on an annualized basis for each employee. For seasonal businesses, the Applicant may elect to instead use average monthly payroll for the time period between February 15, 2019 and June 30, 2019, excluding costs over \$100,000 on an annualized basis for each employee. For new businesses, average monthly payroll may be calculated using the time period from January 1, 2020 to February 29, 2020, excluding costs over \$100,000 on an annualized basis for each employee.

If Applicant is refinancing an Economic Injury Disaster Loan (EIDL): Add the outstanding amount of an EIDL made between January 31, 2020 and April 3, 2020, less the amount of any “advance” under an EIDL COVID-19 loan, to Loan Request as indicated on the form.

All parties listed below are considered owners of the Applicant as defined in 13 CFR § 120.10, as well as “principals”:

- For a sole proprietorship, the sole proprietor;
- For a partnership, all general partners, and all limited partners owning 20% or more of the equity of the firm;
- For a corporation, all owners of 20% or more of the corporation;
- For limited liability companies, all members owning 20% or more of the company; and
- Any Trustor (if the Applicant is owned by a trust).

Paperwork Reduction Act – You are not required to respond to this collection of information unless it displays a currently valid OMB Control Number. The estimated time for completing this application, including gathering data needed, is 8 minutes. Comments about this time or the information requested should be sent to : Small Business Administration, Director, Records Management Division, 409 3rd St., SW, Washington DC 20416., and/or SBA Desk Officer, Office of Management and Budget, New Executive Office Building, Washington DC 20503.

Privacy Act (5 U.S.C. 552a) – Under the provisions of the Privacy Act, you are not required to provide your social security number. Failure to provide your social security number may not affect any right, benefit or privilege to which you are entitled. (But see Debt Collection Notice regarding taxpayer identification number below.) Disclosures of name and other personal identifiers are required to provide SBA with sufficient information to make a character determination. When evaluating character, SBA considers the person’s integrity, candor, and disposition toward criminal actions. Additionally, SBA is specifically authorized to verify your criminal history, or lack thereof, pursuant to section 7(a)(1)(B), 15 USC Section 636(a)(1)(B) of the Small Business Act (the Act).

Disclosure of Information – Requests for information about another party may be denied unless SBA has the written permission of the individual to release the information to the requestor or unless the information is subject to disclosure under the Freedom of Information Act. The Privacy Act authorizes SBA to make certain “routine uses” of information protected by that Act. One such routine use is the disclosure of information maintained in SBA’s system of records when this information indicates a violation or potential violation of law, whether civil, criminal, or administrative in nature. Specifically, SBA may refer the information to the appropriate agency, whether Federal, State, local or foreign, charged with responsibility for, or otherwise involved in investigation, prosecution, enforcement or prevention of such violations. Another routine use is disclosure to other Federal agencies conducting background checks but only to the extent the information is relevant to the requesting agencies’ function. See, 74 F.R. 14890 (2009), and as amended from time to time for additional background and other routine uses. In addition, the CARES Act, requires SBA to register every loan made under the Paycheck Protection Act using the Taxpayer Identification Number (TIN) assigned to the borrower.

Debt Collection Act of 1982, Deficit Reduction Act of 1984 (31 U.S.C. 3701 et seq. and other titles) – SBA must obtain your taxpayer identification number when you apply for a loan. If you receive a loan, and do not make payments as they come due, SBA may: (1) report the status of your loan(s) to credit bureaus, (2) hire a collection agency to collect your loan, (3) offset your income tax refund or other amounts due to you from the Federal Government, (4) suspend or debar you or your company from doing business with the Federal Government, (5) refer your loan to the Department of Justice, or (6) foreclose on collateral or take other action permitted in the loan instruments.

Right to Financial Privacy Act of 1978 (12 U.S.C. 3401) – The Right to Financial Privacy Act of 1978, grants SBA access rights to financial records held by financial institutions that are or have been doing business with you or your business including any financial

**Borrower Application Form**

institutions participating in a loan or loan guaranty. SBA is only required provide a certificate of its compliance with the Act to a financial institution in connection with its first request for access to your financial records. SBA's access rights continue for the term of any approved loan guaranty agreement. SBA is also authorized to transfer to another Government authority any financial records concerning an approved loan or loan guarantee, as necessary to process, service or foreclose on a loan guaranty or collect on a defaulted loan guaranty.

Freedom of Information Act (5 U.S.C. 552) – Subject to certain exceptions, SBA must supply information reflected in agency files and records to a person requesting it. Information about approved loans that will be automatically released includes, among other things, statistics on our loan programs (individual borrowers are not identified in the statistics) and other information such as the names of the borrowers (and their officers, directors, stockholders or partners), the collateral pledged to secure the loan, the amount of the loan, its purpose in general terms and the maturity. Proprietary data on a borrower would not routinely be made available to third parties. All requests under this Act are to be addressed to the nearest SBA office and be identified as a Freedom of Information request.

Occupational Safety and Health Act (15 U.S.C. 651 et seq.) – The Occupational Safety and Health Administration (OSHA) can require businesses to modify facilities and procedures to protect employees. Businesses that do not comply may be fined, forced to cease operations, or prevented from starting operations. Signing this form is certification that the applicant, to the best of its knowledge, is in compliance with the applicable OSHA requirements, and will remain in compliance during the life of the loan.

Civil Rights (13 C.F.R. 112, 113, 117) – All businesses receiving SBA financial assistance must agree not to discriminate in any business practice, including employment practices and services to the public on the basis of categories cited in 13 C.F.R., Parts 112, 113, and 117 of SBA Regulations. All borrowers must display the "Equal Employment Opportunity Poster" prescribed by SBA.

Equal Credit Opportunity Act (15 U.S.C. 1691) – Creditors are prohibited from discriminating against credit applicants on the basis of race, color, religion, national origin, sex, marital status or age (provided the applicant has the capacity to enter into a binding contract); because all or part of the applicant's income derives from any public assistance program; or because the applicant has in good faith exercised any right under the Consumer Credit Protection Act.

Debarment and Suspension Executive Order 12549; (2 CFR Part 180 and Part 2700) – By submitting this loan application, you certify that neither the Applicant or any owner of the Applicant have within the past three years been: (a) debarred, suspended, declared ineligible or voluntarily excluded from participation in a transaction by any Federal Agency; (b) formally proposed for debarment, with a final determination still pending; (c) indicted, convicted, or had a civil judgment rendered against you for any of the offenses listed in the regulations or (d) delinquent on any amounts owed to the U.S. Government or its instrumentalities as of the date of execution of this certification.

EXHIBIT 2



The purpose of this form is to collect identifying information about the Lender, the Applicant, the loan guaranty request, sources and uses of funds, the proposed structure (which includes pricing and the loan term), and compliance with SBA Loan Program Requirements.

Instructions for Lenders

All Paycheck Protection Program (PPP) loans are processed by all Lenders under delegated authority from SBA. This form is to be completed in its entirety, signed, dated, and retained in lender's loan file. This application must be submitted electronically in accordance with program requirements.

A. Lender Information	
Lender Name:	Lender Location ID:
Address:	City: ST: Zip:
Lender Contact:	Ph: () - Cell or Ext: () -
Contact Email:	Title:

B. Applicant Information	
Applicant	Check One: <input type="checkbox"/> Sole Proprietor <input type="checkbox"/> Partnership <input type="checkbox"/> C-Corp <input type="checkbox"/> S-Corp <input type="checkbox"/> LLC <input type="checkbox"/> Independent contractor <input type="checkbox"/> Eligible self-employed individual <input type="checkbox"/> 501(c)(3) nonprofit <input type="checkbox"/> 501(c)(19) veteran's organization <input type="checkbox"/> Tribal business (sec. 31(b)(2)(C) of Small Business Act) <input type="checkbox"/> Other
	Applicant Legal Name: NAICS Code (6 digit):
	DBA: Business Tax ID:
	Applicant Address: City, ST, Zip:
	Applicant Primary Contact: Primary Contact Phone: () -

C. Loan Structure Information	
Amount of Loan Request: \$	Guarantee %: 100% Loan Term in # of Months: 24 Payment: \$
Attach separate sheet to show how the loan amount was calculated in accordance with any Federal Register Notices published for the Paycheck Protection Program and the CARES Act (P.L. 116-93) and retain all supporting documentation in Lender's file.	
Interest Rate: 0.50%	

D. Complete Project Information (\$ in thousands & must be supported in lender credit memo)	
Use of Proceeds (Sources and Uses)	SBA 7(a) Loan
Payroll costs	\$
Costs related to the continuation of group health care benefits during periods of paid sick, medical or family leave, and insurance premiums	\$
Employee salaries, commissions, or similar compensation (capped at an annualized rate of \$100K per employee)	\$
Mortgage interest payments	\$
Rent	\$
Utilities	\$
Interest on debt incurred before February 15, 2020	\$
Refinance eligible EIDL	\$
Total	\$

E. General Eligibility (If no, the loan cannot be approved.)	
• Applicant (1) was in operation on February 15, 2020 and either had employees for whom the Applicant paid salaries and payroll taxes or paid independent contractors, as reported on Form(s) 1099-MISC, (2) is located in the United States and its territories or possessions, (3) is small (as defined by 13 CFR Part 121) or meets the employee-based size standard established in the CARES Act (whichever is greater), and (4) is impacted by COVID-19 Emergency.	<input type="checkbox"/> Yes <input type="checkbox"/> No
• If Applicant is an independent contractor, eligible self-employed individual, or sole proprietor, Lender has documentation in its file to support the Applicant is eligible for a PPP loan.	<input type="checkbox"/> Yes <input type="checkbox"/> No

F. Types of Ineligible Businesses	
• Lender has reviewed the Applicant and has determined it is not an ineligible business under 13 CFR 120.110 and SOP 50 10, other than a 501(c)(3) nonprofit organization or a religious business or organization that provides secular services that are available to the general public.	<input type="checkbox"/> True

G. Franchise/License/Jobber/Membership or Similar Agreement			
• Does the applicant business operate under a Franchise/License/Jobber/Membership or similar Agreement?			<input type="checkbox"/> Yes <input type="checkbox"/> No
Tradename under the Agreement:		Franchise Identifier Code:	
Please answer the following statements (if the answer to any statement below is "no," the loan is not eligible).			
▪ Applicant's brand is eligible for SBA financial assistance and either (a) it meets the FTC definition of franchise and is included on the SBA Franchise Directory, or (b) does not meet the FTC definition of a franchise.			<input type="checkbox"/> Yes <input type="checkbox"/> No
▪ If Applicant operates under multiple agreements, Lender has determined that all of Applicant's brands are eligible, and those brands that meet the FTC definition of a franchise are on the SBA Franchise Directory.			<input type="checkbox"/> Yes <input type="checkbox"/> No

H. Character Determination (For those individuals who are required to execute SBA Form 2483)	
Has the Lender verified that no individual completing SBA Form 2483 is subject to an indictment, criminal information, arraignment, or other means by which formal criminal charges are brought, or currently incarcerated, on parole or probation? (If no, the loan cannot be approved.)	<input type="checkbox"/> Yes <input type="checkbox"/> No
For any individual answering affirmatively to question 6 on SBA Form 2483 regarding prior conviction(s), Lender has confirmed that all disclosed crimes were misdemeanors (not involving a crime against a minor), fully dispositioned by the court more than 6 months ago, or any conviction(s) for a felony or misdemeanor for a crime against a minor was more than 7 years ago. (If no, the loan cannot be approved.)	<input type="checkbox"/> Yes <input type="checkbox"/> No

I. Prior Loss to Government/Delinquent Federal Debt (If "Yes" loan cannot be approved.)	
• Applicant business previously defaulted on a Federal loan or federally assisted financing that resulted in the Federal government, or any of its departments or agencies, sustaining a loss, including any compromise agreement with any such agency/department.	<input type="checkbox"/> Yes <input type="checkbox"/> No
• Another business owned or controlled by the Applicant or any owner of 20% or more of the Applicant defaulted on a Federal loan (or guaranteed a loan which was defaulted) within the last 7 years and caused the Federal government, or any of its agencies, or departments to sustain a loss in any of its programs, including any compromise agreement with any such agency/department.	<input type="checkbox"/> Yes <input type="checkbox"/> No
• The Applicant or any owner of 20% or more of the Applicant is currently delinquent on any Federal debt.	<input type="checkbox"/> Yes <input type="checkbox"/> No

J. Citizenship If no, the loan cannot be approved.	
• The business is at least 51% owned by individuals who are <input type="checkbox"/> U.S. citizens and/or who have <input type="checkbox"/> Lawful Permanent Resident (LPR) status, whose status the lender has verified with the USCIS through the SBA, AND will control the management and daily operations of the business	<input type="checkbox"/> Yes <input type="checkbox"/> No

L. Size Analysis	
If the Applicant has Affiliates, please provide a list, including Affiliate name and tax ID #, and discuss possible basis of affiliation. If an affiliation exists complete a Size Analysis for each affiliate. If Applicant is a business concern with not more 500 employees that, as of the date on which the covered loan is disbursed, is assigned a NAICS code beginning with 72; a business concern operating as a franchise that is on the SBA Franchise Directory and assigned a franchise identifier code by SBA; or a business concern that received financial assistance from a Small Business Investment Company, any Affiliates do not need to be included in the size analysis.	
Use this size standard <input type="checkbox"/>	
Primary Industry	
NAICS Code	
Average annual receipts over the last three completed fiscal years per Federal Tax Return (exclude affiliates)	\$
SBA Size Standard based on NAICS (The standards are found in 13 CFR 121.201)	
Number of Employees	
If the answer to either below is no, the loan cannot be approved.	
OR	
The Applicant business concern, nonprofit organization, veterans organization, or Tribal business concern employs not more than the greater of: (1) 500 employees; or (2) if applicable, the employee-based size standard for the Applicant's NAICS code.	<input type="checkbox"/> Yes <input type="checkbox"/> No
OR	
Business concerns with a NAICS code beginning with 72 and more than 1 physical location: The Applicant business employs not more than 500 employees per physical location.	<input type="checkbox"/> Yes <input type="checkbox"/> No
OR	
Use the Alternative Size Standard <input type="checkbox"/>	
Tangible Net Worth is (not in excess of \$15 million) and	\$
Average net income after Federal Income Taxes (excluding any carry over losses) for preceding 2 completed fiscal years is not in excess of \$5.0 million. (The alternative size standard is found at Section 3(a) of the Small Business Act.)	\$
The combined size calculation of applicants and its affiliates meets the size standard for the applicant's primary industry or the size standard for the primary industry of the applicant and its affiliates, whichever is higher (13 CFR 121.104)	<input type="checkbox"/> True
OR	
The combined size calculation of applicant and its affiliates meets the alternative size standard.	<input type="checkbox"/> True
If the size standard is exceeded by no more than 25%, Applicant agrees to use the loan proceeds within a labor surplus area.	<input type="checkbox"/> True

M. Fees**Document Page 22 of 50**

Has the Lender paid or committed to pay a fee to a third party to assist in the preparation of the loan application or application materials, or to perform other services in connection with this loan? *(If yes, Lender cannot pass the fee through to the Applicant or pay the fee with the proceeds of this loan.)*

☐ Yes ☐ No
SBA Certification to Financial Institution under Right to Financial Privacy Act (12 U.S.C. 3401)

By signing SBA Form 2483, Borrower Information Form in connection with this application for an SBA-guaranteed loan, the Applicant certifies that it has read the Statements Required by Law and Executive Orders, which is attached to Form 2483. As such, SBA certifies that it has complied with the applicable provisions of the Right to Financial Privacy Act of 1978 (12 U.S.C. 3401) and, pursuant to that Act, no further certification is required for subsequent access by SBA to financial records of the Applicant/Borrower during the term of the loan guaranty.

Statement Regarding Lobbying (applicable only to loans exceeding \$150,000)

If any funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this commitment providing for the United States to guarantee a loan, the Lender will complete and submit Standard Form LLL, "Disclosure of Lobbying Activities," in accordance with 13 CFR Part 146. Lender acknowledges submission of this disclosure is a prerequisite for making or entering into this transaction imposed by Section 1352, Title 31, U.S. Code, and that any person who fails to file or amend a declaration required to be filed or amended will be subject to a civil penalty in the amounts set forth in 13 CFR §146.400.

Lender Certification

On behalf of my Lending Institution,

- I certify that my institution has complied and is familiar with SBA Loan Program Requirements, that we have accurately and correctly completed the Lender's Application for Guaranty for the 7(a) Paycheck Protection Program on behalf of the Lender, that the above information is true and correct, to the best of our knowledge, and that we have exercised due diligence to obtain the true and correct information.
- I am aware that SBA has delegated authority to my institution to perform the processing of this loan. If my institution has a Supplemental Guaranty Agreement Preferred Lenders Program (PLP) (SBA Form 1347) with SBA, that Agreement shall govern my institution's processing of this loan. If my institution does not have an SBA Form 1347 with SBA, I agree that my institution assumes all obligations, responsibilities, and requirements associated with delegated processing of 7(a) loans as set forth in SBA Form 1347.
- I agree that my institution assumes responsibility for the completeness of the application documents of the Applicant and the Lender and will retain copies of the documents in its loan file.
- I approve this application to SBA subject to the terms and conditions stated in this and the attached documents.
- I certify that the Applicant is eligible and Lender's credit file contains the documentation that supports the Lender's determination of eligibility per SOP 50 10 and the Paycheck Protection Program Guide and any Federal Register Notices published for the Paycheck Protection Program.
- I certify that the loan proceeds will be used for an eligible purpose.
- I am aware and acknowledge that Lender is responsible for all loan decisions concerning eligibility (including size). SBA will not review eligibility prior to issuing an SBA loan number. If an SBA loan number is assigned and SBA later learns that the loan is not eligible, SBA may deny liability on its guarantee.
- I am aware and acknowledge that Lender also is responsible for confirming all loan closing decisions are correct and that Lender has complied with all SBA Loan Program Requirements.

I certify that:

- None of the Lender's Associates*, including but not limited to its employees, officers, directors, or substantial stockholders (more than 10%) has a financial interest in the Applicant.
 - No Lender or Associate of Lender has a real or apparent conflict of interest with Applicant, any of Applicant's Associates, or any of the close relatives of applicant's Associates.
 - No Lender or Associate or close relative of an Associate of the lender has a significant direct or indirect financial or other interest in the Applicant, or has had such an interest within 6 months prior to the date of the application.
 - No Associate of a Lender is incarcerated, on parole, or on probation or is a convicted felon or has an adverse final civil judgment (in a case involving fraud, breach of trust, or other conduct) that would cause the public to question the Lender's business integrity.
 - No Lender or any Associate of Lender has accepted funding from a source that restricts, prioritizes, or conditions the types of small businesses that Lender may assist under an SBA program or that imposes any conditions or requirements upon recipients of SBA assistance inconsistent with SBA's loan programs or regulations.
 - Neither the applicant, an Associate of applicant, close relative nor household member** of an Associate of applicant is required to invest in Lender.
- * Associate of a Lender is an officer, director, key employee, or holder of 20% or more of the value of the Lender's stock or debt instruments.
- ** A "household member" includes: a) the spouse of the individual; b) the minor children of said individual; and c) the blood relatives of the individual, and the blood relatives of the individual's spouse who reside in the same place of abode as the employee. [13 CFR § 105.201(d)]

Authorized Lender Official: _____
Signature

Date: _____

Type or Print Name: _____

Title: _____

NOTE: According to the Paperwork Reduction Act, you are not required to respond to this collection of information unless it displays a currently valid OMB Control Number. The estimated burden for completing this form, including time for reviewing instructions, gathering data needed, and

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completing and reviewing the form is 25 minutes per response. Comments or questions on the burden estimates should be sent to U.S. Small Business Administration, Director, Records Management Division, 409 3rd St., SW, Washington DC 20416, and/or SBA Desk Officer, Office of Management and Budget, New Executive Office Building, Rm. 10202, Washington DC 20503. **PLEASE DO NOT SEND FORMS TO THESE ADDRESSES.**

EXHIBIT 3

**Lender Application Form - Paycheck Protection Program Loan Guaranty**

The purpose of this form is to collect identifying information about the Lender, the Applicant, the loan guaranty request, sources and uses of funds, the proposed structure (which includes pricing and the loan term), and compliance with SBA Loan Program Requirements. This form reflects the data fields that will be collected electronically from lenders; no paper version of this form is required or permitted to be submitted. As used in this application, "Paycheck Protection Program Rule" refers to the rules in effect at the time you submit this application that have been issued by the Small Business Administration (SBA) implementing the Paycheck Protection Program under Division A, Title I of the Coronavirus Aid, Relief, and Economic Security Act (CARES Act).

Instructions for Lenders

All Paycheck Protection Program (PPP) loans are processed by all Lenders under delegated authority from SBA. This application must be submitted and signed electronically in accordance with program requirements, and the information requested is to be retained in the Lender's loan file.

A. Lender Information			
Lender Name: _____		Lender Location ID: _____	
Address: _____	City: _____	St: _____	Zip: _____
Lender Contact: _____	Ph: () - _____	Cell or Ext: () - _____	
Contact Email: _____	Title: _____		

B. Applicant Information	
Applicant	Check One: <input type="checkbox"/> Sole Proprietor <input type="checkbox"/> Partnership <input type="checkbox"/> C-Corp <input type="checkbox"/> S-Corp <input type="checkbox"/> LLC <input type="checkbox"/> Independent contractor <input type="checkbox"/> Eligible self-employed individual <input type="checkbox"/> 501(c)(3) nonprofit <input type="checkbox"/> 501(c)(19) veterans organization <input type="checkbox"/> Tribal business (sec. 31(b)(2)(C) of Small Business Act) <input type="checkbox"/> Other
	Applicant Legal Name: _____
	DBA: _____ Business Tax ID: _____
	Applicant Address: _____ City, State, Zip: _____
	Applicant Primary Contact: _____ Phone: () - _____

C. Loan Structure Information							
Amount of Loan Request: \$	Guarantee %:	100%	Loan Term in # of Months:	24	Payment:	Deferred 6 mos.	
Applicant must provide documentation to Lender supporting how the loan amount was calculated in accordance with the Paycheck Protection Program Rule and the CARES Act, and Lender must retain all such supporting documentation in Lender's file.							
Interest Rate:	1%						

D. Loan Amount Information	
Average Monthly Payroll multiplied by 2.5	\$
Refinance of Eligible Economic Injury Disaster Loan, net of Advance (if Applicable; see Paycheck Protection Program Rule)	\$
Total	\$

E. General Eligibility (If the answer is no to either, the loan cannot be approved)	
<ul style="list-style-type: none"> The Applicant has certified to the Lender that (1) it was in operation on February 15, 2020 and had employees for whom the Applicant paid salaries and payroll taxes or paid independent contractors, as reported on Form(s) 1099-MISC, (2) current economic uncertainty makes this loan request necessary to support the ongoing operations of the Applicant, (3) the funds will be used to retain workers and maintain payroll or make mortgage interest payments, lease payments, and utility payments, and (4) the Applicant has not received another Paycheck Protection Program loan. 	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> The Applicant has certified to the Lender that it (1) is an independent contractor, eligible self-employed individual, or sole proprietor or (2) employs no more than the greater of 500 or employees or, if applicable, meets the size standard in number of employees established by the SBA in 13 C.F.R. 121.201 for the Applicant's industry. 	<input type="checkbox"/> Yes <input type="checkbox"/> No

F. Applicant Certification of Eligibility (If not true, the loan cannot be approved)	
<ul style="list-style-type: none"> The Applicant has certified to the Lender that the Applicant is eligible under the Paycheck Protection Program Rule. 	<input type="checkbox"/> True

G. Franchise/License/Jobber/Membership or Similar Agreement (If applicable and no, the loan cannot be approved)	
<ul style="list-style-type: none"> The Applicant has represented to the Lender that it is a franchise that is listed in the SBA's Franchise Directory. 	<input type="checkbox"/> Yes <input type="checkbox"/> No

H. Character Determination (If no, the loan cannot be approved) **Document Page 26 of 50**

- The Applicant has represented to the Lender that neither the Applicant (if an individual) nor any individual owning 20% or more of the equity of the Applicant is subject to an indictment, criminal information, arraignment, or other means by which formal criminal charges are brought in any jurisdiction, or is presently incarcerated, or on probation or parole. ☐ Yes ☐ No
- The Applicant has represented to the Lender that neither the Applicant (if an individual) nor any individual owning 20% or more of the equity of the Applicant has within the last 5 years, for any felony: 1) been convicted; 2) pleaded guilty; 3) pleaded nolo contendere; 4) been placed on pretrial diversion; or 5) been placed on any form of parole or probation (including probation before judgment). ☐ Yes ☐ No

I. Prior Loss to Government/Delinquent Federal Debt (If no, the loan cannot be approved)

- The Applicant has certified to the Lender that neither the Applicant nor any owner (as defined in the Applicant's SBA Form 2483) is presently suspended, debarred, proposed for debarment, declared ineligible, voluntarily excluded from participation in this transaction by any Federal department or agency, or presently involved in any bankruptcy. ☐ Yes ☐ No
- The Applicant has certified to the Lender that neither the Applicant nor any of its owners, nor any business owned or controlled by any of them, ever obtained a direct or guaranteed loan from SBA or any other Federal agency that is currently delinquent or has defaulted in the last 7 years and caused a loss to the government. ☐ Yes ☐ No

J. U.S. Employees (If no, the loan cannot be approved)

- The Applicant has certified that the principal place of residence for all employees included in the Applicant's payroll calculation is the United States. ☐ Yes ☐ No

K. Fees (If yes, Lender may not pass any agent fee through to the Applicant or offset or pay the fee with the proceeds of this loan)

- Is the Lender using a third party to assist in the preparation of the loan application or application materials, or to perform other services in connection with this loan? ☐ Yes ☐ No

SBA Certification to Financial Institution under Right to Financial Privacy Act (12 U.S.C. 3401)

By signing SBA Form 2483, Borrower Information Form in connection with this application for an SBA-guaranteed loan, the Applicant certifies that it has read the Statements Required by Law and Executive Orders, which is attached to Form 2483. As such, SBA certifies that it has complied with the applicable provisions of the Right to Financial Privacy Act of 1978 (12 U.S.C. 3401) and, pursuant to that Act, no further certification is required for subsequent access by SBA to financial records of the Applicant/Borrower during the term of the loan guaranty.

Lender Certification

On behalf of the Lender, I certify that:

- The Lender has complied with the applicable lender obligations set forth in paragraphs 3.b(i)-(iii) of the Paycheck Protection Program Rule.
- The Lender has obtained and reviewed the required application (including documents demonstrating qualifying payroll amounts) of the Applicant and will retain copies of such documents in the Applicant's loan file.

I certify that:

- Neither the undersigned Authorized Lender Official, nor such individual's spouse or children, has a financial interest in the Applicant.

Authorized Lender Official: _____
Signature

Date: _____

Type or Print Name: _____

Title: _____

NOTE: According to the Paperwork Reduction Act, you are not required to respond to this collection of information unless it displays a currently valid OMB Control Number. The estimated burden for completing this form, including time for reviewing instructions, gathering data needed, and completing and reviewing the form is 25 minutes per response. Comments or questions on the burden estimates should be sent to U.S. Small Business Administration, Director, Records Management Division, 409 3rd St., SW, Washington DC 20416, and/or SBA Desk Officer, Office of Management and Budget, New Executive Office Building, Rm. 10202, Washington DC 20503. **PLEASE DO NOT SEND FORMS TO THESE ADDRESSES.**

EXHIBIT 4



**Paycheck Protection Program
Application Form**

OMB Control No.: 3245-0407
Expiration Date: 09/30/2020

Non-Profit <input type="checkbox"/> Vet Org <input type="checkbox"/> Tribal <input type="checkbox"/> Ind. Cont. <input checked="" type="checkbox"/> Self Employed <input type="checkbox"/>		DBA or Tradename if applicable	
Business Legal Name SHEET METAL WORKS, INC.			
Business Primary Address 2407 SOUTH 3270 WEST		Business TIN (EIN, SSN) [REDACTED]	Business Phone (801) 598-7774
WEST VALLEY CITY, UTAH		Primary Contact Ralph C. MONTRONE	Email Address
Average Monthly Payroll:	\$	X 2.5 equals Loan Amount:	\$
Purpose of the loan (select more than one):	<input type="checkbox"/> Payroll <input type="checkbox"/> Rent / Mortgage Interest <input type="checkbox"/> Utilities <input type="checkbox"/> Other (explain):		
		Number of Jobs:	28

Applicant Ownership

List all owners of Applicant with greater than 20% ownership stakes. Attach a separate sheet if necessary.

Owner Name	Title	Ownership %	TIN (EIN, SSN)	Address
Ralph C. MONTRONE	President	100 %		

If questions (1) or (2) below are answered "Yes," the loan will not be approved.

Question	Yes	No
1. Is the Business or any owner presently suspended, debarred, proposed for debarment, declared ineligible, voluntarily excluded from participation in this transaction by any Federal department or agency, or presently involved in any bankruptcy?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. Has the Business, any of its owners, or any business owned or controlled by any of them, ever obtained a direct or guaranteed loan from SBA or any other Federal agency that is currently delinquent or has defaulted in the last 7 years and caused a loss to the government?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3. Is the Business or any owner an owner of any other business or have common management with any other business? If yes, attach a listing of all Affiliates and describe the relationship as addendum A.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4. Has the Business received an SBA Economic Injury Disaster Loan between January 31, 2020 and April 3, 2020? If yes, provide details on a separate sheet identified as addendum B.	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Applicants who are individuals and all 20% or greater owners of the business must answer the following questions. If questions (5) or (6) are answered "Yes" or question (7) is answered "No", the loan will not be approved.

Question	Yes	No
5. Are you presently subject to an indictment, criminal information, arraignment, or other means by which formal criminal charges are brought in any jurisdiction, or presently incarcerated, on probation or parole?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Initial here to confirm your response to question 5 → _____		
6. Within the last 7 years, for any felony or misdemeanor for a crime against a minor, have you: 1) been convicted; 2) pleaded guilty; 3) pleaded nolo contendere; 4) been placed on pretrial diversion; or 5) been placed on any form of parole or probation (including probation before judgment)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Initial here to confirm your response to question 6 → _____		
7. <input checked="" type="checkbox"/> I am a U.S. Citizen <u>OR</u> <input type="checkbox"/> I have Lawful Permanent Resident status <input type="checkbox"/> No		
Initial here to confirm your response to question 7 → _____		

SMW-SBA0001



**Paycheck Protection Program
Application Form**

OMB Control No.: 3245-0407
Expiration Date: 09/30/2020

By Signing Below, You Make the Following Representations, Authorizations, and Certifications

REPRESENTATIONS AND AUTHORIZATIONS

I represent that:

- I have read the Statements Required by Law and Executive Order included in this form, and I understand them.
- I will comply, whenever applicable, with the civil rights and other limitations in this form.
- All SBA loan proceeds will be used only for business related purposes as specified in the loan application.
- To the extent feasible, I will purchase only American-made equipment and products.
- The Applicant is not engaged in any activity that is illegal under federal, state or local law.

For Applicants who are individuals and all Associates: I authorize the SBA to request criminal record information about me from criminal justice agencies for the purpose of determining my eligibility for programs authorized by the Small Business Act, as amended.

CERTIFICATIONS

The Business and each 20% or greater owner must certify in good faith to all of the below by **initialing** next to each one:

RC

Current economic uncertainty makes this loan request necessary to support the ongoing operations of the Applicant.

RC

The funds will be used to retain workers and maintain payroll or make mortgage payments, lease payments, and utility payments; I understand that if the funds are used for unauthorized purposes, the federal government may pursue criminal fraud charges.

RC

Documentation verifying the number of full-time equivalent employees on payroll as well as the dollar amounts of payroll costs, covered mortgage interest payments, covered rent payments, and covered utilities for the eight week period following this loan will be provided to the lender.

RC

Loan forgiveness will be provided for the sum of documented payroll costs, covered mortgage interest payments, covered rent payments, and covered utilities. Due to likely high subscription, it is anticipated that not more than twenty-five percent (25%) of the forgiven amount may be for non-payroll costs.

RC

During the period beginning on February 15, 2020 and ending on December 31, 2020, the Applicant has not and will not receive another loan under this program.

RC

I further certify that the information provided in this application and the information that I have provided in all supporting documents and forms is true and accurate. I realize that knowingly making a false statement to obtain a guaranteed loan from SBA is punishable under 18 USC 1001 and 3571 by imprisonment of not more than five years and/or a fine of up to \$250,000; under 15 USC 645 by imprisonment of not more than two years and/or a fine of not more than \$5,000; and, if submitted to a Federally insured institution, under 18 USC 1014 by imprisonment of not more than thirty years and/or a fine of not more than \$1,000,000.

RC

I acknowledge that the lender will calculate the eligible loan amount using tax documents I have submitted. I affirm that these tax documents are identical to those I submitted to the IRS. I also understand, acknowledge and agree that the Lender can share the tax information with SBA's authorized representatives, including authorized representatives of the SBA Office of Inspector General, for the purpose of compliance with SBA Loan Program Requirements and all SBA reviews.

Ralph C. Montrone

Signature of Authorized Representative of Business

RALPH C. MONTRONE, PRESIDENT
Print Name

4/3/20

Date

PRESIDENT
Title

Ralph C. Montrone

Signature of Owner of Applicant Business

Ralph C. MONTRONE
Print Name

4/3/20

Date

SHAREHOLDER
Title

ADDENDUM A

Question no. 3.

Ralph C. Montrone is the President of Sheet Metal Works, Inc. He is also the General Manager of Iron Mechanical, Inc., a Utah corporation, which is wholly owned by his father, Ralph T. Montrone.

EXHIBIT 5

From: DocuSign NA3 System <dse_NA3@docusign.net>
Sent: Wednesday, April 15, 2020 4:58 PM
To: RC Montrone <rcmontrone@sheetmetalworks.biz>
Subject: Paycheck Protection Program Application Review and Signature



Joshua Wilding sent you a document to review and sign.

REVIEW DOCUMENT

Dear Ralph C Montrone, Thank you for submitting your Paycheck Protection Program application with Zions Bancorporation, providing service to Amegy Bank, California Bank & Trust, The Commerce Bank, National Bank of Arizona, Nevada State Bank, Vectra Bank, and Zions Bank. Please click the "Review Documents" button above to review and sign your application. We will begin reviewing your application and reach out to you with any additional questions. Sincerely, Joshua Wilding

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SMW-SBA0088

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This message was sent to you by Joshua Wilding who is using the DocuSign Electronic Signature Service. If you would rather not receive email from this sender you may contact the sender with your request.

EXHIBIT 6

To: Mark Gurney

Montrone

Wed, Nov 6, 12:44 PM

The loan is paid. Thank you. RC Montrone.

Wed, Apr 15, 5:01 PM

DocuSign app was just emailed to you. Please docusign and send back and let me know when it is complete.

I completed the form by signature. Thank you.

Awesome. Thank you.

EXHIBIT 7

SBA Paycheck Protection Program (PPP)

Business Banking Application

Zions Bancorporation, N.A. ("Bank") requires financial information and documentation in addition to this application to review and underwrite a loan request. Supporting information and documentation on the Business/Borrower and/or owners includes (but is not limited to) eligible loan amount tax documents and/or applicable SBA forms.

Business Applicant Information

Legal Business Name:	Sheet Metal works, Inc.		Business TIN #:	XXXXXXXX19
Doing Business as Name:			Annual Revenues:	5000000
Business Type:	S-Corp	Number of Business Employees:		28
Date Business Established:	2001-05-31	State of Business Organization:		Utah
Business Address:	2487 South 3270 West		Industry NAICS Code:	332322
City:	West Valley City	State:	Utah	Zip Code: 84119

Authorized Signer Information

Complete the following information for one individual with significant responsibility for managing the legal entity

Authorized Signer Name:	Ralph C Montrone	SSN:	XXXXXXXX96
Role in the Business:	Officer	Date of Birth:	
Contact Phone Number:	801-598-7774	Contact Email:	rcmontrone@sheetmetalworks.biz

Is the Applicant or are any owners a director, executive officer or principal shareholder of a financial institution?	<input type="radio"/> Yes <input checked="" type="radio"/> No
Is the Applicant a franchise that is listed in the SBA's Franchise Directory?	N/A <input type="radio"/> Yes <input type="radio"/> No
Franchise Name (if applicable):	
Has an agent provided assistance in preparing this Paycheck Protection Program loan application (including referral to the lender)?	<input type="radio"/> Yes <input checked="" type="radio"/> No
Name of Agent (if applicable)	
Is this a refinance of an Economic Injury Disaster Loan (EIDL) made between 1-31-2020 and 4-3-2020?	<input type="radio"/> Yes <input checked="" type="radio"/> No
If yes, Provide amount Net of Advance	

Ownership Information - (Section not applicable to nonprofit organizations otherwise list all owners of 20% or more of the equity of the applicants)

Individual Owners Information (Information as required by SBA)					
Name	Title	SSN	U.S. Citizen*	Address	% Owned
Ralph Montrone	officer	██████96	Yes	2487 South 32nd Street, Tampa, FL 33611	100%
					%
					%
					%
					%

* U.S. Citizen or has lawful permanent resident status

Business Entity Owner Information (if applicable)			
Legal Business Name:		Business TIN/SSN:	
Business Type:		% Owned:	%
Business Address:		State of Business Organization:	
Date Business Established:			
Authorized Signer Name:		SSN:	
Role in the Business:		Date of Birth:	

Legal Business Name:		Business TIN/SSN:	
Business Type:		% Owned:	%
Business Address:		State of Business Organization:	
Date Business Established:			
Authorized Signer Name:		SSN:	
Role in the Business:		Date of Birth:	

Legal Business Name:		Business TIN/SSN:	
Business Type:		% Owned:	%
Business Address:		State of Business Organization:	
Date Business Established:			
Authorized Signer Name:		SSN:	
Role in the Business:		Date of Birth:	

Legal Business Name:		Business TIN/SSN:	
Business Type:		% Owned:	%
Business Address:	New CARES TRUE	State of Business Organization:	
Date Business Established:			
Authorized Signer Name:		SSN:	
Role in the Business:		Date of Birth:	

Legal Business Name:		Business TIN/SSN:	
Business Type:		% Owned:	%
Business Address:		State of Business Organization:	
Date Business Established:			
Authorized Signer Name:		SSN:	
Role in the Business:		Date of Birth:	

Average Monthly Payroll: 146902.00

Payroll costs consist of:

- Compensation to employees in the form of salary, wages, commissions, or similar compensation
- Cash tips or the equivalent (based on employer records of past tips or, in the absence of such records, a reasonable, good-faith employer estimate of such tips).
- Payment for vacation, parental, family, medical, or sick leave; allowance for separation or dismissal.
- Payment for the provision of employee benefits consisting of group health care coverage, including insurance premiums, and retirement.
- Payment of state and local taxes assessed on compensation of employees for an independent contractor or sole proprietor, compensation of employees; and for an independent contractor or sole proprietor, wage, commissions, income, or net earnings from self-employment or similar compensation.
- If your business was started after January 1, 2020, use the Average Monthly Payroll costs incurred during the period starting January 1, 2020 and ending February 29, 2020.

Payroll costs would exclude:

- Any compensation of an employee whose principal place of residence is outside of the United States
- The compensation of an individual employee in excess of an annual salary of \$100,000, prorated as necessary
- Federal employment taxes imposed or withheld between February 15, 2020 and June 30, 2020, including the employee's and employer's share of FICA (Federal Insurance Contributions Act) and Railroad Retirement Act taxes, and income taxes required to be withheld from employees
- Qualified sick and family leave wages for which a credit is allowed under sections 7001 and 7003 of the Families First Coronavirus Response Act (Public Law 116-127).
- Independent contractors can apply for a PPP loan on their own, so they do not count for purposes of a borrower's PPP loan calculation.

Supporting Documents:

Please provide a document outlining your calculations of Average Monthly Payroll Costs and include supporting documents used in deriving those calculations. We would encourage you to highlight the summary figures used in the Average Monthly Payroll calculation on the supporting documents you provide to expedite the review process.

Additional supporting documents may include but are not limited to (as applicable):

- 2019 IRS Payroll tax reports (940, 941, 944, W3).
- Payroll reports for a twelve-month period.
- Documentation showing total of all health insurance premiums paid by the company under a group health plan.
- Documentation showing the sum of all retirement plan funding that was paid by the company (do not include retirement plan funding of employee contributions that were simply remitted by the company).
- IRS 1099 for 2019 (relates only to independent contractors applying for this loan).

Additional Notice and Acknowledgement Regarding SBA PPP Loan Request

The Business, Owner and person(s) signing below hereby (each, an "Applicant"): (1) certify that all information provided herein is true, correct and complete; (2) authorize the current and past creditors to release information to Bank regarding the creditworthiness of the Applicant and authorize Bank to check the credit history of the Applicant and verify the information with any source; (3) authorize Bank to obtain credit reports, including consumer credit reports, and other information about the Applicant (and if the Applicant is a sole proprietorship, consumer credit reports and employment history of the Owner's spouse, if living in a community property state), in connection with this application or in connection with updates, renewals, extensions or from time to time until any credit granted as a result of this application is repaid in full and the credit has matured; (4) authorize Bank to report information about credit obtained in connection with this application to credit bureaus. Late payments, missed payments, or other defaults on credit obtained in connection with this application may be reflected in credit reports of the Applicant; (5) authorize Bank to release any and all financial and other information concerning the Applicant to (i) the United States Small Business Administration and/or Certified Development Companies, and (ii) to third parties as Bank desires in its sole discretion in connection with Bank's consideration of the proposed credit transactions; (6) represent and warrant that the person(s) signing on behalf of the Business is/are duly authorized to execute this Business Banking Application and duly bind the Business and delivery of this Business Banking Application has been authorized by all necessary legal action by the Business and the Business will provide Bank written confirmation of such action upon request; (7) agrees that by providing a wireless telephone number(s) herein, the Applicant consents to receiving autodialed and prerecorded message calls and text messages from Bank or its third-party debt collector at the number(s) provided and confirm that the Applicant is/are the primary owner(s) of the number(s) and have the authority to provide this consent for the wireless number(s) provided; (8) an imaged or electronic facsimile or copy of the signatures of the Applicant may be used as evidence of the Applicant's agreement to the terms of this Business Banking Application and I (i) waive any right to insist or require that Bank produce paper originals, (ii) agree that such images shall be accorded the same force and effect as the paper originals, (iii) agree that Bank is entitled to use such images in lieu of destroyed or archived originals for any purpose, including as admissible evidence in any demand, presentment or other proceedings, and (iv) further agree that any executed facsimile (faxed), scanned, or other imaged copy of this document or any document related to the credit applied for hereunder shall be deemed to be of the same force and effect as the original manually executed document; (9) understand and agree that the credit applied for under this Business Banking Application may be used only for Business purposes; (10) understand the information provided in this Business Banking Application is made for the purpose of obtaining credit and any FALSE information may result in forfeiture of benefits and possible prosecution; (11) agree to provide such information and documentation as Bank may request during the term of the loan to confirm or update the continued accuracy of any information provided herein.

ADVERSE ACTION NOTICE: If your application for business credit is denied, you have the right to a written statement of the specific reasons for the denial. To obtain the statement, please contact Business Banking Loan Center, 2460 South 3270 West, West Valley City, UT 84119 or call (888) 290-8509 within 60 days from the date you are notified of our decision. We will send you a written statement of reasons for the denial within 30 days of receiving your request for the statement.

NOTICE: The federal Equal Credit Opportunity Act prohibits creditors from discriminating against credit applicants on the basis of race, color, religion, national origin, sex, marital status, age (provided the applicant has the capacity to enter into a binding contract); because all or part of the applicant's income derives from any public assistance program; or because the applicant has in good faith exercised any right under the Consumer Credit Protection Act. The federal agency that administers compliance with this law concerning this creditor is the Bureau of Consumer Financial Protection, 1700 G Street, NW, Washington, DC 20006

IMPORTANT INFORMATION ABOUT PROCEDURES FOR OPENING A NEW ACCOUNT AND/OR APPLYING FOR A LOAN.

To help the government fight the funding of terrorism and money-laundering activities, Federal law requires all financial institutions to obtain, verify, and record information that identifies each business entity and/or person who opens an account. What this means for you: When you open an account or apply for a loan, we will ask for your Federal Tax Identification Number, full legal name of your business, the physical address of your business; if you are an individual, we will ask for your full name, physical address, date of birth, and other information that will allow us to identify you. We may also ask to see your driver's license or other identifying documents that will aid in confirming this information. The Applicant agrees to promptly notify the Bank (A) of any change in direct or indirect ownership interests in the Applicant as reported in this Application, or (B) if the individual with significant managerial responsibility identified immediately below cease to have that responsibility, or if the information reported about that individual changes.

Additional Notice and Acknowledgement Regarding SBA PPP Loan Request (continued)

Under SBA rules for its Paycheck Protection Program, the borrower is responsible for determining whether it is eligible to apply for and receive a loan. Because of the SBA rules we are not in a position to help you make this determination. To help you, however, we have provided links to public information about the program that might help you determine your eligibility, including information about the Paycheck Protection Program generally and more specific information about business size limits, affiliation rules affecting those size limits and business types that are ineligible for Payment Protection Plan loans.

If you need assistance in determining your eligibility you should consult with your own advisors, such as a CPA or attorney. There are certain business types -- including companies associated with private equity or venture capital investors, businesses related to real estate development and businesses operating under a multi-level marketing model -- for which the eligibility determination can be quite difficult. Rules pertaining to affiliation are also complex. We strongly advise applicants facing complicated eligibility questions to consult with such advisors and obtain any confirmations from the advisors, such as written opinions, as the applicant believes is prudent.

The federal government, the SBA and we will be relying on your certifications in making the loan. If your certifications, including certifications relating to eligibility, are incorrect or untrue, you may be subject to penalties under the Payment Protection Program or other federal laws making it unlawful to submit false information to a bank or federal agency in connection with a loan.

For general PPP information: [Click here](#)

For list of ineligible businesses under SBA 7(a) program (ineligibility of certain business types may have been overridden by PPP rules): [Click here](#)

For detailed information on ineligible businesses under SBA 7(a) program (ineligibility of certain business types may have been overridden by PPP rules): [Click here](#)

For detailed information on SBA 7(a) size standards: [Click here](#)

For information on affiliations (aggregation of employees of affiliated companies): [Click here](#)


For information on affiliations among faith-based organizations [Click here](#)

Confirm Applicant is an eligible business under the SBA Paycheck Protection Program and satisfies the size requirements of the SBA after applying the affiliation rule.

Initials Here

DS
R/M

Additional Notice and Acknowledgement Regarding SBA PPP Loan Request (Signatures)

Business Entity Applicant Name:		Sheet Metal Works, Inc.	
Authorized Officer:	Signature:		Date: 4/15/2020
	Printed Name:	Ralph C Montrone	Title: Officer



**Paycheck Protection Program
Borrower Application Form**

OMB Control No.: 3245-0407
Expiration Date: 09/30/2020

Check One: <input type="checkbox"/> Sole proprietor <input type="checkbox"/> Partnership <input type="checkbox"/> C-Corp <input checked="" type="checkbox"/> S-Corp <input type="checkbox"/> LLC <input type="checkbox"/> Independent contractor <input type="checkbox"/> Eligible self-employed individual <input type="checkbox"/> 501(c)(3) nonprofit <input type="checkbox"/> 501(c)(19) veterans organization <input type="checkbox"/> Tribal business (sec. 31(b)(2)(C) of Small Business Act) <input type="checkbox"/> Other		DBA or Tradename if Applicable	
Business Legal Name			
Sheet Metal Works, Inc.			
Business Address		Business TIN (EIN, SSN)	Business Phone
2487 South 3270 West		XXXXXXXX19	801-598-7774
West Valley City	Utah	84119	
		Primary Contact	Email Address
		Ralph C Montrone	rcmontrone@sheetmetalw

Average Monthly Payroll:	146902.00	x 2.5 + EIDL, Net of Advance (if Applicable) Equals Loan Request:	367200	Number of Employees:	28
Purpose of the loan (select more than one):					
<input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Lease / Mortgage Interest <input type="checkbox"/> Utilities <input type="checkbox"/> Other (explain): _____					

Payroll; Lease / Mortgage Interest; Utilities

Applicant Ownership

List all owners of 20% or more of the equity of the Applicant. Attach a separate sheet if necessary.

Owner Name	Title	Ownership %	TIN (EIN, SSN)	Address
Ralph Montrone	Officer	100%		2487 South 3270 West Valley City 84119

If questions (1) or (2) below are answered "Yes," the loan will not be approved.

Question	Yes	No
1. Is the Applicant or any owner of the Applicant presently suspended, debarred, proposed for debarment, declared ineligible, voluntarily excluded from participation in this transaction by any Federal department or agency, or presently involved in any bankruptcy?	<input type="radio"/>	<input checked="" type="radio"/>
2. Has the Applicant, any owner of the Applicant, or any business owned or controlled by any of them, ever obtained a direct or guaranteed loan from SBA or any other Federal agency that is currently delinquent or has defaulted in the last 7 years and caused a loss to the government?	<input type="radio"/>	<input checked="" type="radio"/>
3. Is the Applicant or any owner of the Applicant an owner of any other business, or have common management with, any other business? If yes, list all such businesses and describe the relationship on a separate sheet identified as addendum A.	<input type="radio"/>	<input checked="" type="radio"/>
4. Has the Applicant received an SBA Economic Injury Disaster Loan between January 31, 2020 and April 3, 2020? If yes, provide details on a separate sheet identified as addendum B.	<input type="radio"/>	<input checked="" type="radio"/>

If questions (5) or (6) are answered "Yes," the loan will not be approved.

Question	Yes	No
5. Is the Applicant (if an individual) or any individual owning 20% or more of the equity of the Applicant subject to an indictment, criminal information, arraignment, or other means by which formal criminal charges are brought in any jurisdiction, or presently incarcerated, or on probation or parole? Initial here to confirm your response to question 5 → <u>RM</u>	<input type="radio"/>	<input checked="" type="radio"/>
6. Within the last 5 years, for any felony, has the Applicant (if an individual) or any owner of the Applicant 1) been convicted; 2) pleaded guilty; 3) pleaded nolo contendere; 4) been placed on pretrial diversion; or 5) been placed on any form of parole or probation (including probation before judgment)? Initial here to confirm your response to question 6 → <u>RM</u>	<input type="radio"/>	<input checked="" type="radio"/>
7. Is the United States the principal place of residence for all employees of the Applicant included in the Applicant's payroll calculation above?	<input checked="" type="radio"/>	<input type="radio"/>
8. Is the Applicant a franchise that is listed in the SBA's Franchise Directory?	<input type="radio"/>	<input type="radio"/>



**Paycheck Protection Program
Borrower Application Form**

By Signing Below, You Make the Following Representations, Authorizations, and Certifications

CERTIFICATIONS AND AUTHORIZATIONS

I certify that:

- I have read the statements included in this form, including the Statements Required by Law and Executive Orders, and I understand them.
- The Applicant is eligible to receive a loan under the rules in effect at the time this application is submitted that have been issued by the Small Business Administration (SBA) implementing the Paycheck Protection Program under Division A, Title I of the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) (the Paycheck Protection Program Rule).
- The Applicant (1) is an independent contractor, eligible self-employed individual, or sole proprietor or (2) employs no more than the greater of 500 or employees or, if applicable, the size standard in number of employees established by the SBA in 13 C.F.R. 121.201 for the Applicant's industry.
- I will comply, whenever applicable, with the civil rights and other limitations in this form.
- All SBA loan proceeds will be used only for business-related purposes as specified in the loan application and consistent with the Paycheck Protection Program Rule.
- To the extent feasible, I will purchase only American-made equipment and products.
- The Applicant is not engaged in any activity that is illegal under federal, state or local law.
- Any loan received by the Applicant under Section 7(b)(2) of the Small Business Act between January 31, 2020 and April 3, 2020 was for a purpose other than paying payroll costs and other allowable uses loans under the Paycheck Protection Program Rule.

For Applicants who are individuals: I authorize the SBA to request criminal record information about me from criminal justice agencies for the purpose of determining my eligibility for programs authorized by the Small Business Act, as amended.

CERTIFICATIONS

The authorized representative of the Applicant must certify in good faith to all of the below by **initialing** next to each one:

 DS
R/M

The Applicant was in operation on February 15, 2020 and had employees for whom it paid salaries and payroll taxes or paid independent contractors, as reported on Form(s) 1099-MISC.

 DS
R/M

Current economic uncertainty makes this loan request necessary to support the ongoing operations of the Applicant.

 DS
R/M

The funds will be used to retain workers and maintain payroll or make mortgage interest payments, lease payments, and utility payments, as specified under the Paycheck Protection Program Rule; I understand that if the funds are knowingly used for unauthorized purposes, the federal government may hold me legally liable, such as for charges of fraud.

 DS
R/M

The Applicant will provide to the Lender documentation verifying the number of full-time equivalent employees on the Applicant's payroll as well as the dollar amounts of payroll costs, covered mortgage interest payments, covered rent payments, and covered utilities for the eight-week period following this loan.

 DS
R/M

I understand that loan forgiveness will be provided for the sum of documented payroll costs, covered mortgage interest payments, covered rent payments, and covered utilities, and not more than 25% of the forgiven amount may be for non-payroll costs.

 DS
R/M

During the period beginning on February 15, 2020 and ending on December 31, 2020, the Applicant has not and will not receive another loan under the Paycheck Protection Program.

 DS
R/M

I further certify that the information provided in this application and the information provided in all supporting documents and forms is true and accurate in all material respects. I understand that knowingly making a false statement to obtain a guaranteed loan from SBA is punishable under the law, including under 18 USC 1001 and 3571 by imprisonment of not more than five years and/or a fine of up to \$250,000; under 15 USC 645 by imprisonment of not more than two years and/or a fine of not more than \$5,000; and, if submitted to a federally insured institution, under 18 USC 1014 by imprisonment of not more than thirty years and/or a fine of not more than \$1,000,000.

 DS
R/M

I acknowledge that the lender will confirm the eligible loan amount using required documents submitted. I understand, acknowledge and agree that the Lender can share any tax information that I have provided with SBA's authorized representatives, including authorized representatives of the SBA Office of Inspector General, for the purpose of compliance with SBA Loan Program Requirements and all SBA reviews.

DocuSigned by:

Ralph C. Montrone

4/15/2020

Signature of Authorized Representative of Applicant

Ralph C Montrone

Date

officer

Print Name

Title



**Paycheck Protection Program
Borrower Application Form**

Purpose of this form:

This form is to be completed by the authorized representative of the Applicant and ***submitted to your SBA Participating Lender***. Submission of the requested information is required to make a determination regarding eligibility for financial assistance. Failure to submit the information would affect that determination.

Instructions for completing this form:

With respect to “purpose of the loan,” payroll costs consist of compensation to employees (whose principal place of residence is the United States) in the form of salary, wages, commissions, or similar compensation; cash tips or the equivalent (based on employer records of past tips or, in the absence of such records, a reasonable, good-faith employer estimate of such tips); payment for vacation, parental, family, medical, or sick leave; allowance for separation or dismissal; payment for the provision of employee benefits consisting of group health care coverage, including insurance premiums, and retirement; payment of state and local taxes assessed on compensation of employees; and for an independent contractor or sole proprietor, wage, commissions, income, or net earnings from self-employment or similar compensation.

For purposes of calculating “Average Monthly Payroll,” most Applicants will use the average monthly payroll for 2019, excluding costs over \$100,000 on an annualized basis for each employee. For seasonal businesses, the Applicant may elect to instead use average monthly payroll for the time period between February 15, 2019 and June 30, 2019, excluding costs over \$100,000 on an annualized basis for each employee. For new businesses, average monthly payroll may be calculated using the time period from January 1, 2020 to February 29, 2020, excluding costs over \$100,000 on an annualized basis for each employee.

If Applicant is refinancing an Economic Injury Disaster Loan (EIDL): Add the outstanding amount of an EIDL made between January 31, 2020 and April 3, 2020, less the amount of any “advance” under an EIDL COVID-19 loan, to Loan Request as indicated on the form.

All parties listed below are considered owners of the Applicant as defined in 13 CFR § 120.10, as well as “principals”:

- For a sole proprietorship, the sole proprietor;
- For a partnership, all general partners, and all limited partners owning 20% or more of the equity of the firm;
- For a corporation, all owners of 20% or more of the corporation;
- For limited liability companies, all members owning 20% or more of the company; and
- Any Trustor (if the Applicant is owned by a trust).

Paperwork Reduction Act – You are not required to respond to this collection of information unless it displays a currently valid OMB Control Number. The estimated time for completing this application, including gathering data needed, is 8 minutes. Comments about this time or the information requested should be sent to : Small Business Administration, Director, Records Management Division, 409 3rd St., SW, Washington DC 20416., and/or SBA Desk Officer, Office of Management and Budget, New Executive Office Building, Washington DC 20503.

Privacy Act (5 U.S.C. 552a) – Under the provisions of the Privacy Act, you are not required to provide your social security number. Failure to provide your social security number may not affect any right, benefit or privilege to which you are entitled. (But see Debt Collection Notice regarding taxpayer identification number below.) Disclosures of name and other personal identifiers are required to provide SBA with sufficient information to make a character determination. When evaluating character, SBA considers the person’s integrity, candor, and disposition toward criminal actions. Additionally, SBA is specifically authorized to verify your criminal history, or lack thereof, pursuant to section 7(a)(1)(B), 15 USC Section 636(a)(1)(B) of the Small Business Act (the Act).

Disclosure of Information – Requests for information about another party may be denied unless SBA has the written permission of the individual to release the information to the requestor or unless the information is subject to disclosure under the Freedom of Information Act. The Privacy Act authorizes SBA to make certain “routine uses” of information protected by that Act. One such routine use is the disclosure of information maintained in SBA’s system of records when this information indicates a violation or potential violation of law, whether civil, criminal, or administrative in nature. Specifically, SBA may refer the information to the appropriate agency, whether Federal, State, local or foreign, charged with responsibility for, or otherwise involved in investigation, prosecution, enforcement or prevention of such violations. Another routine use is disclosure to other Federal agencies conducting background checks but only to the extent the information is relevant to the requesting agencies’ function. *See*, 74 F.R. 14890 (2009), and as amended from time to time for additional background and other routine uses. In addition, the CARES Act, requires SBA to register every loan made under the Paycheck Protection Act using the Taxpayer Identification Number (TIN) assigned to the borrower.

Debt Collection Act of 1982, Deficit Reduction Act of 1984 (31 U.S.C. 3701 et seq. and other titles) – SBA must obtain your taxpayer identification number when you apply for a loan. If you receive a loan, and do not make payments as they come due, SBA may: (1) report the status of your loan(s) to credit bureaus, (2) hire a collection agency to collect your loan, (3) offset your income tax refund or other amounts due to you from the Federal Government, (4) suspend or debar you or your company from doing business with the Federal Government, (5) refer your loan to the Department of Justice, or (6) foreclose on collateral or take other action permitted in the loan instruments.

Right to Financial Privacy Act of 1978 (12 U.S.C. 3401) – The Right to Financial Privacy Act of 1978, grants SBA access rights to financial records held by financial institutions that are or have been doing business with you or your business including any financial



Paycheck Protection Program
Borrower Application Form

institutions participating in a loan or loan guaranty. SBA is only required provide a certificate of its compliance with the Act to a financial institution in connection with its first request for access to your financial records. SBA's access rights continue for the term of any approved loan guaranty agreement. SBA is also authorized to transfer to another Government authority any financial records concerning an approved loan or loan guarantee, as necessary to process, service or foreclose on a loan guaranty or collect on a defaulted loan guaranty.

Freedom of Information Act (5 U.S.C. 552) – Subject to certain exceptions, SBA must supply information reflected in agency files and records to a person requesting it. Information about approved loans that will be automatically released includes, among other things, statistics on our loan programs (individual borrowers are not identified in the statistics) and other information such as the names of the borrowers (and their officers, directors, stockholders or partners), the collateral pledged to secure the loan, the amount of the loan, its purpose in general terms and the maturity. Proprietary data on a borrower would not routinely be made available to third parties. All requests under this Act are to be addressed to the nearest SBA office and be identified as a Freedom of Information request.

Occupational Safety and Health Act (15 U.S.C. 651 et seq.) – The Occupational Safety and Health Administration (OSHA) can require businesses to modify facilities and procedures to protect employees. Businesses that do not comply may be fined, forced to cease operations, or prevented from starting operations. Signing this form is certification that the applicant, to the best of its knowledge, is in compliance with the applicable OSHA requirements, and will remain in compliance during the life of the loan.

Civil Rights (13 C.F.R. 112, 113, 117) – All businesses receiving SBA financial assistance must agree not to discriminate in any business practice, including employment practices and services to the public on the basis of categories cited in 13 C.F.R., Parts 112, 113, and 117 of SBA Regulations. All borrowers must display the "Equal Employment Opportunity Poster" prescribed by SBA.

Equal Credit Opportunity Act (15 U.S.C. 1691) – Creditors are prohibited from discriminating against credit applicants on the basis of race, color, religion, national origin, sex, marital status or age (provided the applicant has the capacity to enter into a binding contract); because all or part of the applicant's income derives from any public assistance program; or because the applicant has in good faith exercised any right under the Consumer Credit Protection Act.

Debarment and Suspension Executive Order 12549; (2 CFR Part 180 and Part 2700) – By submitting this loan application, you certify that neither the Applicant or any owner of the Applicant have within the past three years been: (a) debarred, suspended, declared ineligible or voluntarily excluded from participation in a transaction by any Federal Agency; (b) formally proposed for debarment, with a final determination still pending; (c) indicted, convicted, or had a civil judgment rendered against you for any of the offenses listed in the regulations or (d) delinquent on any amounts owed to the U.S. Government or its instrumentalities as of the date of execution of this certification.

EXHIBIT 8

From: DocuSign NA3 System <dse_NA3@docusign.net>
Sent: Wednesday, April 15, 2020 5:20 PM
To: RC Montrone <rcmontrone@sheetmetalworks.biz>
Subject: Completed: Paycheck Protection Program Application Review and Signature



Your document has been completed

[VIEW COMPLETED DOCUMENT](#)

All parties have completed Paycheck Protection Program Application Review and Signature.

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This message was sent to you by Joshua Wilding who is using the DocuSign Electronic Signature Service. If you would rather not receive email from this sender you may contact the sender with your request.

EXHIBIT 9

RC Montrone

From: Mark Gurney <Mark.Gurney@zionsbank.com>
Sent: Thursday, April 16, 2020 10:13 AM
To: RC Montrone
Subject: SBA PPP Loan

RC,

As you may have heard, the SBA exhausted funds this morning. Your application appears complete, but missed the cutoff for this round of funding. We will hold onto the application with hopes that congress will act quickly to allocate more funds to the SBA. As soon as they do, we will rush to get your application approved with the SBA.

Thanks

THIS ELECTRONIC MESSAGE, INCLUDING ANY ACCOMPANYING DOCUMENTS, IS CONFIDENTIAL and may contain information that is privileged and exempt from disclosure under applicable law. If you are neither the intended recipient nor responsible for delivering the message to the intended recipient, please note that any dissemination, distribution, copying or the taking of any action in reliance upon the message is strictly prohibited. If you have received this communication in error, please notify the sender immediately. Thank you.